

Hearing Date and Time: August 17, 2006 at 10:00 a.m.  
Objection Deadline: August 14, 2006 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)

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**NOTICE OF MOTION PURSUANT TO SECTIONS 105,  
328(A) AND 1103 OF THE BANKRUPTCY CODE AND  
BANKRUPTCY RULE 2014 FOR ORDER GRANTING THE  
OFFICIAL COMMITTEE OF EQUITY SECURITY  
HOLDERS LEAVE TO FILE AN APPLICATION TO  
RETAIN AND EMPLOY A FINANCIAL ADVISOR**

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PLEASE TAKE NOTICE that on July 31, 2006, the Official Committee of Equity Security Holders (the "Equity Committee") filed a motion (the "Motion") for the entry of an order, pursuant to sections 105(a), 328(a) and 1103 of title 11 of the United States Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure, granting the Equity Committee leave to file an application to retain and employ a financial advisor.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion (the "Hearing") will be held on August 17, 2006, at 10:00 a.m. (Prevailing Eastern Time) before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States

Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing describing the basis therefor, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on March 20, 2006 (Docket No. 2883) (as supplemented by Docket Nos. 2995, 3296, 3589, 3629, 3730 and 3824) (the "Supplemental Case Management Order"), (c) be filed with the Bankruptcy Court electronically in accordance with General Order M-242, as amended by General Order M-269, by registered users of the Bankruptcy Court's electronic case filing system and, by all other parties in interest, on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) counsel to the Equity Committee, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Attn: Bonnie Steingart); (ii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr.), (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman), (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Donald Bernstein and Brian Resnick), (vi) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg and Mark A. Broude), and (vii) the Office of the United States

Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard) in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on August 14, 2006.**

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York  
July 31, 2006

FRIED, FRANK, HARRIS, SHRIVER  
& JACOBSON LLP

By: /s/ Bonnie Steingart  
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